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December 17, 2008

VIA E-FILING

Ms. Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

RECORDATION NO. 27761 FILED

DEC 18 '08

9-43 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

Enclosed for electronic filing and to be recorded pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Memorandum of Lease and Assignment of Lease, dated as of December 16, 2008 (the "Memorandum") between The CIT Group/Equipment Financing, Inc. ("CIT"), as Transferor, and Citicorp Railmark, Inc. ("CitiRail"), as Transferee, which Memorandum is a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Memorandum relates to that certain Master Net Railcar Lease (the "Lease Agreement"), dated as of April 17, 2006, between Exelon Generation Company, LLC ("Exelon"), as lessee, and CIT, as lessor, and Schedule No. 02 ("Schedule 2") thereto made as of April 1, 2008 and effective as of February 1, 2008 between CIT, as lessor, and Exelon, as lessee. The Schedule and the Lease Agreement, as it relates to the Schedule, are collectively referred to as the "Lease". The enclosed Memorandum further relates to the assignment by CIT of its right, title and interest in, and obligations under, the Lease to CitiRail pursuant to the terms of that certain Purchase Agreement dated as of November 24, 2008 between CIT and CitiRail.

The names and address of the parties to the enclosed Memorandum are:

Transferor: The CIT Group/Equipment Financing, Inc.
30 S. Wacker Drive, Suite 3000
Chicago, IL, 60606

Transferee: Citicorp Railmark, Inc.
388 Greenwich Street, 20th Floor
New York, NY 10013

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.

The required recordation fee of \$41.00 is being paid herewith.

Kindly return file-stamped copies of the Memorandum and this letter to Susan G. Lichtenfeld at DLA Piper US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.



Ms. Anne K. Quinlan, Esq.
December 17, 2008
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Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Lease and Assignment of Lease, dated as of December 16, 2008
between The CIT Group/Equipment Financing, Inc., as Transferor, and Citicorp
Railmark, Inc., as Transferee.

Very truly yours,

DLA Piper US LLP


Susan G. Lichtenfeld

Enclosure

DEC 18 '08

9-43 AM

SURFACE TRANSPORTATION BOARD

[Exelon]

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 16th day of December, 2008, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 505 Fifth Avenue, New York, New York 10017 (the "Transferor"), and CITICORP RAILMARK, INC., a Delaware corporation, with an address at 388 Greenwich Street, 20th Floor, New York, New York 10013 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of November 24, 2008 relating to the sale by Transferor to Transferee of 114 aluminum bottom discharge coal hopper cars identified on Schedule 1 (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, the Master Net Railcar Lease, dated as of April 17, 2006, between Exelon Generation Company, LLC ("Exelon"), as lessee, and Transferor, as lessor (the "Lease Agreement"), and Schedule No. 02 thereto made as of April 1, 2008, and effective as of February 1, 2008 (the "Schedule"), between Transferor, as lessor, and Exelon, as lessee. The Schedule and the Lease Agreement, as it relates to the Schedule, are collectively referred to as the "Lease".

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease and the assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.


NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.


I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: 
Name: Randy Hawk
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: 
Name: THOMAS M. PAULICKI
Title: SENIOR VICE PRESIDENT

**SCHEDULE 1
TO THE MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE**

EQUIPMENT

114 - 4,200 c.f. aluminum bottom discharge coal hopper cars bearing road marks and numbers as follows:

	Initial	Number
1	EXEX	10861
2	EXEX	10862
3	EXEX	10863
4	EXEX	10864
5	EXEX	10865
6	EXEX	10866
7	EXEX	10867
8	EXEX	10868
9	EXEX	10869
10	EXEX	10870
11	EXEX	10871
12	EXEX	10872
13	EXEX	10873
14	EXEX	10876
15	EXEX	10878
16	EXEX	10879
17	EXEX	10880
18	EXEX	10881
19	EXEX	10882
20	EXEX	10883
21	EXEX	10884
22	EXEX	10885
23	EXEX	10886
24	EXEX	10887
25	EXEX	10888
26	EXEX	10889
27	EXEX	10890
28	EXEX	10892
29	EXEX	10893
30	EXEX	10894
31	EXEX	10895
32	EXEX	10896
33	EXEX	10897
34	EXEX	10898
35	EXEX	10899
36	EXEX	10900
37	EXEX	10901
38	EXEX	10902

39	EXEX	10903
40	EXEX	10904
41	EXEX	10905
42	EXEX	10906
43	EXEX	10907
44	EXEX	10908
45	EXEX	10909
46	EXEX	10910
47	EXEX	10911
48	EXEX	10912
49	EXEX	10913
50	EXEX	10914
51	EXEX	10915
52	EXEX	10916
53	EXEX	10917
54	EXEX	10918
55	EXEX	10919
56	EXEX	10920
57	EXEX	10921
58	EXEX	10922
59	EXEX	10923
60	EXEX	10924
61	EXEX	10925
62	EXEX	10926
63	EXEX	10927
64	EXEX	10928
65	EXEX	10929
66	EXEX	10930
67	EXEX	10931
68	EXEX	10932
69	EXEX	10933
70	EXEX	10934
71	EXEX	10935
72	EXEX	10936
73	EXEX	10937
74	EXEX	10938
75	EXEX	10939
76	EXEX	10941
77	EXEX	10942
78	EXEX	10943
79	EXEX	10944
80	EXEX	10945
81	EXEX	10946
82	EXEX	10946
83	EXEX	10949
84	EXEX	10950
85	EXEX	10951
86	EXEX	10952
87	EXEX	10953

88	EXEX	10854
89	EXEX	10855
90	EXEX	10856
91	EXEX	10857
92	EXEX	10858
93	EXEX	10859
94	EXEX	10860
95	EXEX	10861
96	EXEX	10862
97	EXEX	10863
98	EXEX	10864
99	EXEX	10865
100	EXEX	10866
101	EXEX	10867
102	EXEX	10868
103	EXEX	10869
104	EXEX	10870
105	EXEX	10871
106	EXEX	10872
107	EXEX	10873
108	EXEX	10874
109	EXEX	10875
110	EXEX	10876
111	EXEX	10877
112	EXEX	10878
113	EXEX	10879
114	EXEX	10880